

P01000076304

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
SFBC ANALYTICAL LABORATORIES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	07
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*Merger KRB
8-20*

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ARTICLES OF MERGER
Merger Sheet

MERGING:

KEYSTONE ANALYTICAL LABORATORIES, INC., a Pennsylvania corporation
not qualified in Florida

INTO

SFBC ANALYTICAL LABORATORIES, INC., a Florida entity, P01000076304

File date: August 20, 2001

Corporate Specialist: Karen Gibson

ARTICLES AND PLAN OF MERGER
OF
SFBC ANALYTICAL LABORATORIES, INC.
AND
KEYSTONE ANALYTICAL LABORATORIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles and Plan of Merger are entered into as of this 20th day of August 2001, by and between KeyStone Analytical Laboratories, Inc., a Pennsylvania corporation with its principal place of business and registered office at 113 Dickerson Road, Unit 6, North Wales, Pennsylvania 19454 ("KAL") and SFBC Analytical Laboratories, Inc., a Florida corporation with its principal place of business located at 11190 Biscayne Boulevard, Miami, Florida 33181 ("SFBC") (collectively, the "Parties").

WHEREAS, the board of directors of SFBC and KAL, respectively, deem it advisable and generally to the advantage and welfare of the Parties and their respective shareholders that KAL merge with and into SFBC pursuant to the terms of that certain Agreement and Plan of Merger signed by the Parties, and dated of even date herewith (the "Merger Agreement") and in accordance with the provisions of Florida Business Corporation Act ("FBCA") and the Pennsylvania Business Corporation Law ("PBCL"), as applicable; and

WHEREAS, the board of directors and the shareholders of KAL have approved the terms and conditions of the Merger Agreement in accordance with the PBCL; and

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WHEREAS, the board of directors and shareholders of SFBC has approved the terms and conditions of the Merger Agreement in accordance with the FBCA.

NOW, THEREFORE, in consideration of the premises and of the mutual promises herein contained, the Parties do hereby agree that KAL shall merge with and into SFBC upon the terms and conditions below stated.

1. **KAL Approval.** On August 20, 2001 the directors and shareholders of KAL unanimously adopted and approved the Merger Agreement and the filing of the Articles and Plan of Merger by written consent.
2. **SFBC Approval.** On August 15, 2001, the directors and sole shareholder of SFBC unanimously adopted and approved the Merger Agreement and the filing of the Articles and Plan of Merger by written consent.
3. **Agreement to Merge.** The Parties hereby agree that KAL shall be merged (the "Merger") with and into SFBC in accordance with the terms and conditions of the Merger Agreement.
4. **Effective Date.** The Merger shall become effective upon the earlier of the filing with (i) the Florida Secretary of State, or (ii) the Pennsylvania Secretary of State (the "Effective Date").

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5. **SFBC.** SFBC shall survive the Merger herein contemplated and shall continue to be governed by the laws of the State of Florida. The separate corporate existence of KAL shall cease forthwith upon the Effective Date.

6. **Authorized Capital.** The authorized capital stock of SFBC shall be 10,000 shares of \$.10 par value unless and until the same shall be changed in accordance with its Articles of Incorporation and the FBCA.

7. **Articles of Incorporation.** The Articles of Incorporation of SFBC prior to the Effective Date shall continue as the Articles of Incorporation of SFBC on and after the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof or in accordance with the FBCA.

8. **Bylaws.** The Bylaws of SFBC prior to the Effective Date shall continue as the Bylaws of SFBC following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof or in accordance with the FBCA.

9. **Directors of SFBC.** The names of the first directors of SFBC following the Effective Date shall be four in number who shall hold office from the Effective Date until such Director shall die, resign, be removed, or his or her successor shall be nominated and approved, are as follows:

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Name

Lisa Krinsky, M.D.
Arnold Hantman
Dr. Gregory B. Holmes
Dr. Allan Xu

10. Officers. The name of the first officers of SFBC following the Effective Date, who shall be four in number and who shall hold office from the Effective Date until such officer shall die, resign, be removed, or his or her successor shall be nominated and approved, are as follows:

NameOffice

Dr. Allan Xu	President
Dr. Gregory B. Holmes	Executive Vice President-Operations
Arnold Hantman	Treasurer and Secretary

11. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the officers of SFBC as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of SFBC.

12. Agreement. The original executed Merger Agreement is on file at SFBC's principal place of business located at 11190 Biscayne Boulevard, Miami, FL 33181.

13. Manner and Basis for Conversion of Shares. (Capitalized terms not otherwise defined shall have the meaning ascribed to such term in the Merger Agreement). Of the total Merger Consideration, 51% shall be paid in a combination of shares of common stock of SFBC's parent, SFBC International, Inc. ("Parent Shares") and the remainder in cash. The number of Parent Shares to be issued to KAL Stockholders shall be determined by dividing that portion of

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Merger Consideration by the Average Closing Price of the Parent Shares. At and as of the Effective Time of the Merger, each issued and outstanding share of KAL common stock shall be converted into Parent Shares. The total Merger Consideration distributed among the KAL stockholders is set forth below.

1. Of the Merger Consideration representing cash, each KAL stockholder (excluding, however, Dr. Allan Xu), shall receive as of the Effective Time of the Merger, that amount of cash equivalent to his or her respective KAL common stock ownership without including Dr. Allan Xu's KAL common stock as being outstanding.

2. Of the Parent Shares which are part of the Merger Consideration, Dr. Allan Xu shall receive 38% of the total Merger Consideration in Parent Shares and 13% of the Merger Consideration shall be in Parent Shares divided among all other KAL stockholders in proportion to their KAL common stock ownership without including Dr. Allan Xu's KAL common stock as being outstanding.

14. Amendment. Neither the Merger Agreement nor the Articles and Plan of Merger can be altered or amended, except pursuant to an instrument in writing signed by all of the Parties hereto.

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Sent By: Michael Harris P. A.;

Aug-20-2001 3:58PM

Sent By: MICHAEL HARRIS P. A.;

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IN WITNESS WHEREOF, the Parties hereto have caused the foregoing Articles and Plan of Merger to be executed by the President of each of them pursuant to authority given by their respective boards of directors of the date first above written

SEBC ANALYTICAL LABORATORIES, INC.

Lisa Krinsky, M.D., President

KEYSTONE ANALYTICAL LABORATORIES, INC.

Dr. Allan Xu, President

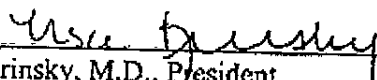
EXHIBIT A to Form 10-K of KeyStone Analytical Laboratories, Inc. dated 10/1/01

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IN WITNESS WHEREOF, the Parties hereto have caused the foregoing Articles and Plan of Merger to be executed by the President of each of them pursuant to authority given by their respective boards of directors of the date first above written

SFBC ANALYTICAL LABORATORIES, INC.



Lisa Krinsky, M.D., President

KEYSTONE ANALYTICAL LABORATORIES, INC.

Dr. Allan Xu, President

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